

1 MR. COLE: Thank you.

2 JUDGE SIPPEL: Any objection?

3 MR. HUTTON: No.

4 MR. SHOOK: No objection.

5 JUDGE SIPPEL: Okay. Then we are in recess until
6 11:16.

7 (Whereupon, a recess was taken.)

8 JUDGE SIPPEL: We are back on the record.

9 You are still under oath, Mr. Parker.

10 THE WITNESS: Yes, sir.

11 BY MR. BECHTEL:

12 Q With regard to Judge Rose, you did have dinner
13 with him in Philadelphia on occasion, did you not?

14 A Oh, yes.

15 Q ****Staying with page 10, following the passage
16 regarding Judge Rose, you nominated Irving Cohen; is that
17 correct?

18 A That is correct.

19 Q How did you come to know Irving Cohen?

20 A Well, Mr. Cohen was, again, -- I believe, one of
21 the founding members. He certainly was an investor in
22 Reading Broadcasting. I'm not sure whether he was in STV
23 Reading, Inc. as well. I don't believe he was. I think he
24 was an investor of Reading Broadcasting.

25 Mr. Cohen was also the biggest businessman in the

1 group. He owns the largest -- he owns Construction
2 Fasteners, which is a manufacture manufacturer in
3 Wyomissing, Pennsylvania, which is a suburb of Reading, and
4 he was well liked by everybody. He is a gentleman's
5 gentleman, and has the personality of if there is a dispute,
6 let's bring everybody together and has the clout to go along
7 with it.

8 Q So the five nominees for the new board consisted
9 of Dr. Clymer, who was a member of the prior board as well;
10 is that correct?

11 A Yes.

12 Q Reverend McCracken, who was new?

13 A Yes.

14 Q Judge Rose, who was new?

15 A Yes.

16 Q And Irvin Cohen who was not on the previous board?

17 A Although I think he had been a director before.

18 He wasn't on the immediately previous board, but --

19 Q He wasn't on the board that got disbanded?

20 A Well, you may want to characterize it that way. I
21 think -- he wasn't on the preceding board, no.

22 Q He wasn't on the board that was "moot"?

23 A That is correct.

24 Q And then one Ben Bowers nominated one Ben Bosers
25 for the board, is that --

1 A Yes.

2 Q Did you know Mr. Bowers?

3 A Not before that meeting.

4 Q When you came to know Mr. Bowers, did he have any
5 affiliation with Dr. Aurandt?

6 A I think they are half-brothers or stepbrothers,
7 there is some sort of relationship there, yes.

8 Q Turn to page 33 of the minutes.

9 A Yes.

10 Q It would appear that the new board was elected
11 overwhelmingly?

12 A That is correct.

13 Q Now, by that point in time had some of the
14 stockholders had left the meeting?

15 A Some of the stockholders left the meeting, and
16 then -- I'm not -- unless there is some reference to it
17 here, I really couldn't -- while I remember the meeting
18 fairly well, it's almost nine years ago.

19 MR. BECHTEL: Judge, if I've got a moment, maybe
20 we can go off the record and I'll find what I --

21 JUDGE SIPPEL: Sure. Off the record.

22 (Pause off the record.)

23 JUDGE SIPPEL: Yes.

24 BY MR. BECHTEL:

25 Q Directing your attention to page 12 of the

1 minutes, the entry at the very top, "At 7 p.m. Mr. Schlagel,
2 Jack Linton and Tony Destachio left for another office
3 located in the building to conduct the board of directors
4 meeting."

5 Does that refresh your recollection?

6 A Where are you? I'm sorry.

7 Q Page 12, the very first sentence.

8 JUDGE SIPPEL: Page 12 of the minutes of October
9 30, 1991.

10 MR. BECHTEL: Exhibit 13A, correct.

11 JUDGE SIPPEL: 13A, yes.

12 THE WITNESS: I would say you have to put "their
13 purported board of directors meeting," but yes, okay.

14 BY MR. BECHTEL:

15 Q Well, who wrote these minutes?

16 A I believe these were written up by Mr. Mattmiller.
17 They look like his. But I'm sure that Mr. Linton announced
18 he was going to have a board of directors meeting, and
19 that's what was written down.

20 As it turned out later, it was a purported board
21 of directors meeting.

22 JUDGE SIPPEL: Well, what exactly do you mean by
23 that, by "purported"?

24 THE WITNESS: Well, Your Honor, at this time there
25 were -- on about September 14th, I think, Dr. Aurandt had

1 called a shareholders meeting which was later ruled invalid
2 by -- actually by an agreement between all the parties, but
3 at that meeting he had attempted or he had elected his wife
4 to a seat that had been vacated by Dr. Fisher.

5 JUDGE SIPPEL: Well, why don't you just give me
6 the bottom line on this. Are you saying that because in
7 your view the board was not properly constituted or that he
8 really didn't have the board members that should have been
9 there?

10 THE WITNESS: In my view at this point, there were
11 four board members, and I was the president of that board.
12 In Dr. Aurandt's view, there were five board members, his
13 wife had been elected to the board, and he was the
14 president.

15 As it turned out later, his group agreed that I
16 was correct and ratified retroactively all the actions that
17 were taken by myself and by the subsequently elected board
18 at this meeting.

19 We had a period where -- we had a very volatile
20 dispute going on between shareholders.

21 JUDGE SIPPEL: Well, I'm sure that's going to be
22 brought out, but I just wanted to -- since you had been, you
23 know, focused on this particular meeting as "purported," I
24 just wanted to know what the basis was for using the word
25 "purported".

1 THE WITNESS: I understand.

2 JUDGE SIPPEL: So I understand your answer too.

3 THE WITNESS: Okay.

4 JUDGE SIPPEL: Counsel, go ahead.

5 BY MR. BECHTEL:

6 Q Still on this "purported meeting" back in
7 December, the other "purported board" undertook to fire you,
8 didn't they?

9 A I'm not sure it was at the meeting or a previous
10 meeting, but yes, they did undertake to -- not fire me, they
11 undertook to cancel the Partel contract and retain me as
12 executive vice president of the corporation.

13 Q And the settlement agreement where these various
14 and sundry concessions were made, we're talking a year
15 later, in October of '92, are we not?

16 A That is correct.

17 Q All right.

18 A Although I believe that this was the last attempt
19 they made to hold a board meeting.

20 Q Which was that?

21 A This date.

22 Q On October 30?

23 A Yes. I could be wrong. They could have tried one
24 more after that, but I believe this was the last date that
25 they tried. From then on, we were in Bankruptcy Court.

1 Q At the annual meeting of stockholders held in
2 February 1992, did they not seek a TRO from a local court to
3 enjoin the conduct of the meeting?

4 A They actually decided from the Bankruptcy Court
5 and Judge Twardowski denied their request.

6 Q And they were still in a fighting mood at that
7 point?

8 A Oh, I'm not saying they weren't in a fighting
9 mood. I just believe this was their last attempt to hold a
10 board meeting.

11 (Pause.)

12 Q Throughout this period in which there were
13 conflicting versions of the board contest or a new board and
14 wiping out the old board, Reading Broadcasting failed to
15 file, did it not, the required short Form 316 to disclose
16 the proxy contest and present the new slate of directors for
17 FCC review, including adverse findings regarding law
18 violations with regard to members of the board before
19 implementing the new slate of directors?

20 MR. HUTTON: Objection. That asks the witness to
21 draw a legal conclusion.

22 THE WITNESS: And it's about 20 questions.

23 JUDGE SIPPEL: Well, I'm going to sustain it based
24 on Mr. Parker's response. I think you have to break that
25 down a little bit into separate degrees.

1 BY MR. BECHTEL:

2 Q Mr. Parker, Reading Broadcasting during this
3 period of time failed to file, did it not, a Form 316,
4 disclosing the proxy contest to the FCC?

5 MR. HUTTON: Objection. There is no foundation
6 that there was a proxy contest, and the term "proxy contest"
7 is unclear.

8 JUDGE SIPPEL: Well, let me see if -- do you
9 understand the question?

10 THE WITNESS: Well, I think I understand the
11 question. The premise of it's wrong. I don't think that a
12 316 is required. It was not a 50 percent transfer of
13 control on the part of the company. And my understanding
14 of when you have to file a short form transfer -- well, the
15 short form that we had filed previously, which I think you
16 introduced into evidence, covered the issuance of the shares
17 of October 15th, and I'm not aware of any additional shares
18 being issued at that point that required a short form
19 transfer.

20 We did -- we did file a long form transfer when
21 Rod's shares were garnished, and I don't think we ever
22 consummated the short form because we ended up with the long
23 form as a result of that garnishment.

24 JUDGE SIPPEL: Well, you seem to have a pretty
25 good understanding.

1 THE WITNESS: Yeah, I think, though, he's trying
2 to put conclusions of law into the question. I just don't
3 think it was necessary.

4 JUDGE SIPPEL: I know you think it isn't necessary
5 and I know that Mr. Hutton has made that observation in the
6 form of an objection.

7 But you still have a question outstanding. Has it
8 been answered or do you want to ask him again?

9 MR. BECHTEL: Well, I want to respond to Mr.
10 Hutton's objection that there was no requirement that such a
11 form be filed, and I will start with the law, and then I
12 will get back to the facts.

13 I would ask that Adams Exhibit 25 be assigned for
14 identification --

15 JUDGE SIPPEL: We already have a 25.

16 MR. BECHTEL: Twenty-six, sorry -- to a brief
17 passage from the Commission's policy decision entitled
18 "Tender offers and proxy contests issued in 1986 following
19 the Storer case," 59 RR 2nd at pages 1551 and 1552.

20 JUDGE SIPPEL: What was the RR 2nd cite? I got
21 the pages but I mean what was the volume?

22 MR. BECHTEL: 59 RR 2nd.

23 JUDGE SIPPEL: Fifty-nine?

24 All right, the reporter will mark these two pages
25 as Adams 26 for identification.

1 (The document referred to was
2 marked for identification as
3 Adams Exhibit No. 26.)

4 (Pause.)

5 JUDGE SIPPEL: Let's go off the record.

6 (Pause off the record.)

7 JUDGE SIPPEL: Back on the record.

8 MR. BECHTEL: Just to complete my response to Mr.
9 Hutton, this procedure had nothing to do with -- had nothing
10 to do with a 315, has nothing to do with the 316 that had
11 been filed in August of 1991. This procedure has to do when
12 you have a dispute over your directors, and the Commission
13 in this particular policy undertaking following the Storer
14 decision said we have to look at that. They said we're not
15 going to make it a long form because that is disruptive
16 because it's an internal dispute amongst the existing group
17 of stockholders and who their boards of directors should be.
18 But we have to look at that and we have to look at the
19 credentials, including the adverse findings regarding law
20 violations of the new directors, the new slate of directors,
21 and 316 goes pretty quick.

22 But the point is the Commission was -- under the
23 statute which is an exercise of their duties under Section
24 310 of the statute, was giving existing licensees break in
25 the sense of, well, we'll do it real fast, we'll get your

1 316 and we will process it, but they were saying you cannot,
2 like you can in the shoe business, have a Saturday night
3 massacre, go in and wipe out a board of directors and
4 replace it with a new board of directors, and continue
5 business the next day, which is what they did here.

6 JUDGE SIPPEL: All right. Well, that's your
7 argument but let's see where we stand on the evidence so
8 far. And this witness is here --

9 MR. BECHTEL: Well, that's my question to this
10 witness.

11 JUDGE SIPPEL: Well, the witness is here to
12 testify as to evidence.

13 Your objection, you still have the standing
14 objection that the witness is being asked to answer
15 questions of law. Am I correct, Mr. Hutton?

16 MR. HUTTON: Also, the question is framed in terms
17 of proxy contests, and there is no foundation to show that
18 what went on with Reading was a proxy contest within the
19 scope of this -- these pages.

20 And I find it very interesting that Mr. Bechtel
21 didn't include the entire document, including the definition
22 of proxy contests.

23 JUDGE SIPPEL: Well, you've got, I think I'm going
24 to certain sustain your objection that there has been no
25 foundation laid as to there having been a proxy contest,

1 number one. That's a fact question.

2 Number two, with respect to the filings at the
3 FCC, I would expect this witness to be able to testify as a
4 factual witness as to any filing that was made, particularly
5 any significant filing that was made, and he doesn't have --
6 it doesn't mean that he's -- there might be a mixed bag of
7 law and fact, but certainly the president of a broadcasting
8 company should be able to, you know, have a pretty good
9 grasp as to what goes into these reporting forms,
10 particularly something like 315 or 316.

11 So I'm going to permit the question. I'm not
12 going to get hung up on this legal versus factual
13 distinction, but there does have to be some foundation laid
14 so that this witness knows from where the questions are
15 coming. In other words, the objection is sustained with
16 respect to establishing a foundation that there was, in
17 fact, a proxy contest.

18 I'm not sure where that leaves you with your
19 question, Mr. Bechtel.

20 MR. BECHTEL: Well, I get to go into the fact.

21 JUDGE SIPPEL: Yes, you did.

22 I'm sorry, Mr. Shook. Did you want to add
23 anything to this?

24 MR. SHOOK: No.

25 JUDGE SIPPEL: He said no.

1 (Pause.)

2 BY MR. BECHTEL:

3 Q It's true, is it not, sir, that in September of
4 1991 a group of stockholders undertook to cancel the
5 management agreement that the parties had?

6 MR. HUTTON: I'm sorry. I didn't hear the
7 question.

8 THE WITNESS: No, that's not correct.

9 JUDGE SIPPEL: Can you repeat the question for the
10 benefit of counsel? Just tell Mr. Hutton what it is again.
11 The answer will stand.

12 BY MR. BECHTEL:

13 Q It's true, is it not, that in September 1991 a
14 group of stockholders or directors in the corporation
15 undertook to hold a meeting that terminated the agreement,
16 the Management Services Agreement with Partel?

17 A That's a different question. The first time you
18 said "shareholders." The second time you said "directors"

19 The reality is that they attempted to elect Dr.
20 Aurandt's wife to the board of directors, and then two of
21 the recognized directors, along with his wife, attempted to
22 cancel the contract; that is correct.

23 Q And you contested that?

24 A I, one, ruled that the meeting of the shareholders
25 was invalid for lack of proper notice, and that the notice

1 was deficient, and that in fact the meeting was invalid.
2 And later on I was sustained, yes. And all of the
3 activities that derived from that meeting were -- in effect,
4 I was sustained later, yes.

5 Q And you proceeded to select a new board of
6 directors in the stockholders meeting of October 30?

7 A Well, I think you're confusing one with the other.
8 Let me explain.

9 Q I'm not confusing anything, sir. I'm asking the
10 question.

11 Now, the question is, it's true, is it not, on
12 October 30, 1991, you elected a new board of directors?

13 A No, that is incorrect. The shareholders of
14 Reading Broadcasting elected a new board of directors, the
15 shareholders that had been approved by the FCC and by the
16 Bankruptcy Court elect ed a new board of directors because
17 on September 17th there were no shareholders under the
18 bankruptcy plan, and new shares were issued in accordance
19 with that plan, and those shareholders elected a new board
20 of directors.

21 Q And shareholders or directors who were party to
22 the termination, attempted termination of your Management
23 Services Agreement, contested the election of your board of
24 directors; didn't they?

25 A A small portion of them did. The majority of

1 those who had participated in the September meeting voted
2 for the new directors.

3 Q So you contested their action and they contested
4 your action; is that not true?

5 A You've got to be more specific.

6 Q Well, I was very specific with you. Let's start
7 again.

8 You contested their action in September of 1991
9 undertaking to terminate your Management Services Agreement
10 and elect a certain person on the board of directors and
11 take whatever action; did you not?

12 A I, the president of the corporation, ruled that as
13 an invalid meeting, that is correct.

14 Q And so you contested it?

15 A If you want to characterize it that way, I made a
16 ruling as president of the corporation that was sustained.

17 Q Then you proceeded at the October 30, 1991,
18 meeting to elect a slate of directors; did you not? Your
19 shareholders.

20 A You are characterizing it as a slate. There was a
21 nomination of a number of people to the board of directors
22 and the --

23 Q But it was a nomination by you, every single one
24 except yourself, and that was not identified who nominated
25 you.

1 A Oh, okay.

2 Q All right. Okay, and the people who didn't -- who
3 opposed that opposed your election of the slate of
4 directors, did they not? They went in and tried to get a
5 TRO.

6 A Not necessarily all of them because if you will
7 notice the highest number of votes went to Mr. Cohen, and so
8 they voted for him. Several of the shareholders went to
9 TRO, but not the vast majority of people who participated in
10 both meetings.

11 Q I will repeat my question. It was very simple.
12 You contested them and they contested you?

13 MR. HUTTON: Objection, Your Honor.

14 JUDGE SIPPEL: Wait, wait, wait. He got an
15 objection.

16 MR. HUTTON: He's arguing with the witness.

17 JUDGE SIPPEL: Well, I'm going to sustain the
18 objection as the question is just too conclusory. You can
19 ask the witness, you know, who, what when, where and why. I
20 think that's a little too conclusory, and the witness
21 doesn't feel comfortable with it. I'm going to sustain the
22 objection.

23 BY MR. BECHTEL:

24 Q Well, by whatever name, this contest, these
25 contests were not resolved until October 1991, were they?

1 MR. HUTTON: Objection to the characterization
2 "contest." He's trying to put a word in the witness's
3 mouth, and there is no foundation laid for the use of the
4 term "contest."

5 JUDGE SIPPEL: Well, I think this is getting a
6 little -- this much better than the other question. Why
7 don't you ask the witness if he acknowledges that there was
8 a contest going on.

9 MR. BECHTEL: Well, I have asked him that three
10 times. I keep getting -- you know, what he's answered.

11 JUDGE SIPPEL: Well, let's see if you can -- I
12 mean, so that you can get a definition, a common definition
13 there.

14 Do you agree, Mr. Parker, that this is a contest
15 going on here, a contest?

16 THE WITNESS: Well, I tried to explain earlier
17 that after the meeting in February --

18 JUDGE SIPPEL: We're talking terminology.

19 THE WITNESS: Yeah.

20 JUDGE SIPPEL: This is corporate democracy in
21 action. You are the president of this company.

22 THE WITNESS: That's right.

23 JUDGE SIPPEL: Is there a contest going on?

24 THE WITNESS: I think you could call it --

25 JUDGE SIPPEL: Okay, that's fine.

1 THE WITNESS: Okay.

2 JUDGE SIPPEL: Go ahead. Let's start the question
3 again.

4 BY MR. BECHTEL:

5 Q The board --

6 A Yes.

7 Q -- consisting of Judge Rose, yourself, Dr. Clymer,
8 Irvin Cohen and Reverend McCracken commenced doing business
9 following the October 30, 1991, meeting; did it not?

10 A That is correct.

11 Q And they commenced doing business and those
12 particular persons stayed on the board of directors the next
13 five years; isn't that correct?

14 A Three of them are still there, and I don't know
15 when Dr. Clymer and Irv Cohen dropped off of the board, but
16 I will take it that that is correct.

17 Q My notes are that Dr. Clymer's last term on the
18 board was '98; Cohen was '98; Rose and McCracken were
19 continuing on the board right now.

20 A Okay.

21 Q Would you agree with that?

22 A Yes.

23 Q Did you ever during this period of time as you
24 were putting together the October 30th confrontation based
25 on a five-day notice, and the immediate implementation; is

1 that too complicated to credit this to you?

2 A Are you somehow trying to infer that five days --
3 five days are what is called for in the bylaws.

4 Q But very quick.

5 A That is correct.

6 Q At the time that you were strategizing and getting
7 ready to do that, did you ever call your FCC lawyer and say,
8 "Hey, can I do this or do I have to go to the FCC first"?

9 A Talk to him all the time.

10 Q No, answer my question.

11 A Yes.

12 Q Your FCC lawyer didn't tell you about this rule
13 that you're supposed to back off and give the FCC two weeks
14 time to process a 316 before you replace a board of
15 directors?

16 MR. HUTTON: Objection.

17 JUDGE SIPPEL: Wait, wait, wait, wait.

18 MR. HUTTON: Objection. There is no foundation
19 that what took place here required such an application.

20 MR. BECHTEL: I didn't hear that.

21 JUDGE SIPPEL: He said there is no --

22 MR. HUTTON: No foundation. You haven't shown
23 that what happened here required such an application.

24 JUDGE SIPPEL: Well, wait, wait, wait, wait.

25 If he's able to prove that, we don't need the

1 witness. No, no, that's -- I'm going to overrule that
2 objection. As long as this witness is going to testify, and
3 he's opened the door really in terms of the legal advice
4 he's getting, I'll permit this line of questions.

5 THE WITNESS: What was the question again?

6 BY MR. BECHTEL:

7 Q The question was didn't your FCC lawyer say you
8 had to notify the FCC, give them a couple of weeks to review
9 the new directors before you could implement the plan?

10 MR. HUTTON: Objection. I'm going to object in
11 that it calls for attorney/client confidences.

12 JUDGE SIPPEL: Well, he has already answered this
13 in a way on this very narrow point. But anyway, eh's
14 answered the question.

15 BY MR. BECHTEL:

16 Q Did you ask him that question?

17 A Not in the context that you bring it up, no,
18 because I don't agree with your conclusion. This is not a
19 score broadcasting where there is thousand and millions of
20 shares to where you have a proxy fight of a public company.
21 This was a very closely held, all these people knew each
22 other. I was the really only newcomer to this group. All
23 the new shareholders were people who had invested in STV
24 Reading, Inc. and were a part of a group. I was the only
25 really outside in the group, and they all knew each other.

1 In fact, all of the shareholders in Reading had
2 been on the board of directors, which is one of the reasons
3 that shareholder meetings took on a much broader character.
4 Everybody was interested. They had been involved from the
5 beginning in this corporation. The people in STV had been
6 involved in buying time on the station for movies, and so
7 they all knew each other.

8 And this wasn't a solicitation of a proxy like you
9 have in a big public company. This was everybody knew each
10 other, doctors and lawyers in a group that had put up a lot
11 of money and lost it, and we were taking the company from
12 debtor in possession, cancelling all the old shares, issuing
13 new shares, and the meeting in October was the first meeting
14 of the shareholders in the new company coming out of
15 bankruptcy, which had all been approved by the FCC in a
16 short Form 316 transfer. There was no reason for me to
17 suppose that we needed another one. Now immediately upon
18 receiving the garnishment --

19 JUDGE SIPPEL: Needed another what?

20 THE WITNESS: Another 316. I'm sorry.

21 But upon receiving the garnishment, then we would
22 have passed the threshold of a transfer of control and we
23 applied for a long form transfer.

24 BY MR. BECHTEL:

25 Q You did send out a proxy with your letter of

1 October 25, didn't you?

2 A That is correct.

3 Q And prior to this meeting you did lobby various
4 and sundry stockholders and soliciting their support, did
5 you not?

6 A Oh, I asked them to be at the meeting. I asked
7 them for their support. Dr. Clymer talked to all the
8 doctors. Yes, there was a lot of activity that went on
9 ahead of the meeting.

10 Q And Dr. Aurandt did some lobbying too, did he not?

11 A I'm not aware of whether he did any or not.

12 Q Maybe your lobbying was better than his lobbying
13 at the end, wasn't it?

14 A Well, I think the facts speak for themselves. The
15 vast majority of shareholders voted for all of the directors
16 and even a larger majority voted for Irv Cohen.

17 Q Now, you mentioned that you were the only new real
18 director in the group.

19 A I didn't say that. Shareholder, I was talking
20 about the shareholders group.

21 Q Yes. You folks have gone to the FCC, we have this
22 change in directors, Mr. Parker. Everybody else knows each
23 other. Mr. Parker is a newcomer. You would not have been
24 well serviced -- you would not have been well served by such
25 a review giving the recent adverse findings regarding law

1 violations that the FCC would know about, would you?

2 A Counselor, you should put that in your legal
3 brief. I just -- I don't believe you are correct. There
4 was no reason here to suppose that the FCC would have done
5 anything but approve the applications that were presented to
6 them.

7 Q Excuse me. You had a warning fraction that was
8 ready to go to the local district courts and seek a TRO, did
9 you not?

10 A They went to the Bankruptcy Court. I'm not aware
11 of the local district court.

12 Q To the Bankruptcy Court, they were willing to go
13 litigate. They were angry enough to litigate and seek a
14 TRO.

15 A They were angry because under the formula of the
16 bankruptcy they got less stock than they wanted, but they
17 had voted for and approved the formula, and Dr. Aurandt was
18 asking me to do something that was patently illegal.

19 Q And if you had -- if you had indeed presented the
20 dismissal of an entire slate of directors and an election of
21 a brand new slate of directors in this milieu where your
22 opponents were fighting you, and if you had presented that
23 to the FCC, and if they had gone to it as their own
24 communications lawyers, you might have had a hell of a
25 problem down here, wouldn't you?

1 MR. HUTTON: Objection. There are about five
2 hypotheticals built in there.

3 JUDGE SIPPEL: I sustain the objection.

4 MR. BECHTEL: It's about time for lunch.

5 JUDGE SIPPEL: Do you want to break now, come back
6 later? Any objection?

7 MR. HUTTON: No.

8 JUDGE SIPPEL: Come back at 1:35 by the clock in
9 the back of the room.

10 You are still under oath.

11 THE WITNESS: Understand. Thank you, Your Honor.

12 (Whereupon, at 12:05 p.m., the hearing was
13 recessed, to resume at 1:35 p.m., this same day, Monday,
14 January 10, 2000.)

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1 Whereupon,

2 MICHEAL L. PARKER

3 having previously duly sworn, was recalled as a
4 witness and was examined and testified further as follows:

5 CROSS-EXAMINATION (Resumes)

6 BY MR. BECHTEL:

7 Q Mr. Parker, the first "whereas" clause on page 1
8 states, does it not, "That on September 14, 1991, the
9 Aurandt board was elected at a shareholders meeting, the
10 validity of which is disputed by Parker"?

11 A Yes.

12 Q And the third "whereas" clause on the next page
13 states, does it not, "On October 30, 1991, the new
14 shareholders removed the Aurandt board and elected the
15 Parker board at a special shareholders meetings, which
16 meeting is disputed by the Aurandt board," does it not?

17 A Yes.

18 Q Three more "whereases" down the page, it states,
19 does it not, "The Parker board and the Aurandt board, each
20 purport to be the sole board of directors of Reading
21 Broadcasting, Inc."?

22 A Yes.

23 Q On page 26, about the meeting of the page there is
24 a statement, "Including Mike Parker and Linda Hendrickson
25 shall each resign as president and director of STV."

1 To your recollection, were you still president --
2 were you president of STV in August 1993?

3 A No, I was not.

4 If you notice, if you go on with the sentence you
5 read, it says, "effective the day before their respective
6 purported election for those offices."

7 The whole idea of this document was to untangle
8 the mess that had been established, and so all through it
9 everybody is resigning from -- clearly at the end of this
10 Aurandt is in control of STV Reading, Inc., and the
11 directors that were elected at the October meeting are the
12 only surviving board of directors. That's the effect of the
13 settlement.

14 Q Thank you.

15 A That and the lawyers get paid.

16 Q Indeed. We all have to eat.

17 A And you ought to be eating real good.

18 (Laughter.)

19 I'm sure Mr. Gilbert would agree with me.

20 JUDGE SIPPEL: The paper this morning, the first
21 page of The Post said that because of the lawyers'
22 threatening positions on Y2K problems, there were no Y2K
23 problems.

24 THE WITNESS: I think that's probably true.

25 JUDGE SIPPEL: There you go.

1 MR. HUTTON: Now those lawyers have to figure out
2 where to make money next.

3 MR. SHOOK: YK3.

4 (Laughter.)

5 THE WITNESS: Gee, that's easy.

6 MR. BECHTEL: I ask that Adams Exhibit 28 for --
7 let me move into evidence Adams Exhibit 27.

8 JUDGE SIPPEL: The same objection?

9 MR. HUTTON: Yes.

10 JUDGE SIPPEL: Mr. Shook?

11 MR. SHOOK: No objection.

12 JUDGE SIPPEL: I'll overrule the objection. Adams
13 Exhibit 27 for identification is received at this time as
14 Adams 27.

15 (The document referred to,
16 previously identified as Adams
17 Exhibit No. 27, was received
18 in evidence.)

19 MR. BECHTEL: I ask that Adams Exhibit 28 for
20 identification be assigned to FCC Form 315, filed November
21 22, 1991. This didn't get numbered. What I'm looking at
22 commences at page -- bear with me.

23 JUDGE SIPPEL: Go off the record.

24 (Pause off the record.)

25 JUDGE SIPPEL: Yes, we're back on the record.

1 MR. BECHTEL: The document consists of FCC Form
2 315, commencing with the first page of that form to page 14.
3 Then an Employment Opportunity Form, which is four pages,
4 then Exhibits 1 through 5.

5 JUDGE SIPPEL: is there a date on that document?

6 MR. BECHTEL: It's 30 pages. It's dated -- bears
7 the date of -- file number of BTCCT-911113KH, and it bears a
8 stamped in date, what appears to be an FCC stamped in date
9 of November 19, 1991. I think we are ready.

10 JUDGE SIPPEL: All right. The reporter will mark
11 for identification a document as Adams Exhibit 28 for
12 identification.

13 (The document referred to was
14 marked for identification as
15 Adams Exhibit No. 28.)

16 (Pause.)

17 BY MR. BECHTEL:

18 Q Mr. Parker, does this appear to be an application
19 on 315 that was filed by Reading Broadcasting, Inc. as
20 debtor in possession by Reading Broadcasting, Inc. in or
21 about November 1991?

22 A Yes.

23 Q Turning to the signature pages which are on page
24 No. 12 of the 315 -- there are 14 on 315, do you have those?

25 A Yes.

1 Q As transferror, you signed the application as
2 president of Reading Broadcasting, Inc. as debtor in
3 possession?

4 A That is correct.

5 Q This may be an esoteric issue, but wouldn't a
6 former stockholder of Reading Broadcasting, Inc. be a
7 transferror of this?

8 A Actually no. Bankruptcies explained to me as
9 opposed to other forms, actually we were still a debtor in
10 possession because we had -- I want to get the terms right,
11 the final conclusion of the bankruptcy had not been entered
12 with the court. So as long as we were a debtor in
13 possession, the officers of the corporation run the
14 corporation because there is still legally no shareholder.
15 That's -- now, again, I'm not a bankruptcy attorney, but
16 that's how I understand it.

17 Even though we had issued shares and so on and
18 were going through the forms, until the plan itself is
19 final, that's how it operates.

20 Q Turn your attention to Exhibit 2.

21 JUDGE SIPPEL: Exhibit 2 of Adams 28?

22 MR. BECHTEL: Yes.

23 (Pause.)

24 THE WITNESS: Yes.

25 //

1 BY MR. BECHTEL:

2 Q The statements made in that exhibit, and I have
3 special interest in the second paragraph on the footnote on
4 the second page, are they accurate?

5 A When taken with the footnote in Exhibit 4, yes,
6 they are accurate.

7 Q Then indeed that answers my next question with
8 Exhibit 4 then.

9 A Yes.

10 MR. BECHTEL: You might hold onto that but I have
11 a couple of related documents that I want to identify.

12 The next item is, and the request is we call this
13 Adams Exhibit 29, a letter dated January 29, 1992, to the
14 FCC from Ms. Friedman that's two pages in length; an
15 amendment of the transfer application signed by Mr. Parker,
16 one page in length; and then a two-page letter by Marvin
17 Mercer, Esquire.

18 JUDGE SIPPEL: The document which Mr. Bechtel has
19 identified will be marked for identification as Adams
20 Exhibit 29.

21 (The document referred to was
22 marked for identification as
23 Adams Exhibit No. 29.)

24 BY MR. BECHTEL:

25 Q This would appear to be a supplemental submission

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1 to the Commission, perhaps in response to a Commission's
2 inquiry; is that your recall of what it is?

3 A I have to be honest. I really don't recall this.
4 But it certainly appears to be as you have characterized it
5 in what the letter from Ms. Friedman on its face tells the
6 Commission that we are responding to their inquiry, and the
7 explanation that appears in the letter by Mr. Mercer is
8 explaining the 6.25 percent option granted to Meridian by
9 Partel.

10 Q Would you mind just hold that handy.

11 A Mm-hmm.

12 Q I have another one here.

13 MR. BECHTEL: Ask that Adams Exhibit 30 be marked
14 for identification on a letter dated February 7, 1992, from
15 Ms. Friedman that's two pages; an amendment and a six-page
16 order from the Bankruptcy Court, so counting nine pages
17 total.

18 JUDGE SIPPEL: The reporter will mark this
19 document as Adams Exhibit 30 for identification.

20 (The document referred to was
21 marked for identification as
22 Adams Exhibit No. 30.)

23 BY MR. BECHTEL:

24 Q Mr. Parker, this likewise appears to be in
25 response to an inquiry from the Commission staff, if you can

1 tell.

2 A I don't believe it's in response to an inquiry
3 here. I believe on the 8th of January you had an order of
4 the court which they filed on the 7th of February, which
5 would be in the 30-day -- the 30-day time frame. I think
6 this came about as a result of the judge's order. That
7 would be my -- I don't really recall it to be honest. But
8 just in reading it, that's how I would -- it doesn't
9 reference any request by the Commission.

10 Q I understand that. But not the quibble, I think
11 the order was dated in January.

12 A Oh, you are correct, and so I imagine it was
13 part -- I'd go along with you then.

14 Q The second paragraph of the letter from Ms.
15 Friedman, in the second sentence -- third sentence say, "As
16 referenced in Reading's application, in order to adequately
17 finance the corporation, Reading will issue additional
18 shares of stock to reflect the addition of several new
19 shareholders. Consequently, the above-referenced
20 application was filed on FCC Form 315, the long form
21 application."

22 Is that an accurate statement?

23 A In part, yes. And I think if you --

24 Q Explain "in part".

25 A Okay. I mean, I'm sure she could have gone on

1 further to talk about the garnishment which also brought us
2 right to the 50 percent. But at some point we knew that
3 that wasn't the case. But the plan that was submitted to
4 the Bankruptcy Court allowed Reading Broadcasting to issue
5 additional shares for the construction of the new tower that
6 were not subject to the -- not subject to Meridian Bank's
7 lien. That was, if you will, additional shares outside.
8 But that would be impossible with the state of affairs
9 coming out of bankruptcy where we were right up against the
10 50 percent transfer.

11 So by going to the long form, we not only took
12 care of the garnishment situation, but we then allowed us to
13 start at base zero again, and we would be free to make a
14 deal, issue shares, as long as it didn't exceed the 50
15 percent rule again to finance the tower.

16 So I think that's what she is referring to here,
17 but frankly, I don't recall this, but it would fit with the
18 time sequence of things. And the bankruptcy plan that was
19 presented to the court clearly called for Reading
20 Broadcasting to be able to sell more shares to finance the
21 tower.

22 Q Well, peruse, if you will, the listing of proposed
23 stockholders commencing at page 6 of the Form 315.

24 A I'm sorry. You changed documents on me.

25 Q Oh, I did indeed.

1 JUDGE SIPPEL: We're back now to Adams 28 for
2 identification.

3 THE WITNESS: What document is that? I'm sorry.
4 And mine aren't numbered. I'm sorry. There is no numbers
5 on mine. If you would just hand me a 28, I'll look at it
6 and then I'll give it back to you.

7 What page did you want me on?

8 MR. BECHTEL: Go to page 6 and there is a listing
9 of proposed stockholders. I'm going to ask you to look
10 for --

11 THE WITNESS: Page 6, okay, yes.

12 BY MR. BECHTEL:

13 Q Proposed stockholders that reflect the additional
14 monies for the tower that you -l-

15 A They are not there.

16 Q They are not there?

17 A Oh, no. What I am saying the plan called for in
18 the future, if you will. Bankruptcy Chapter 11 starts out
19 with the business plan that you submit to the court and
20 tells the court what you're going to do that's different
21 from how you have been operating so that you can get out of
22 debt. So you give them a plan.

23 Then once the plan comes downstream, you have to
24 do this closure statement, and in various stages, and I'm --
25 again, it's been a lot of years since I've done this, but

1 the judge would like approved document. Then the disclosure
2 statement is prepared and everybody has a chance to argue
3 about whether the disclosures are adequate. And you finally
4 get a disclosure statement. That goes out to all the
5 creditors and they get to vote on it, depending on what
6 class. They have to get enough votes to implement the plan.

7 And clearly the plan that we presented called for
8 certain classes to get paid differently, and for, as a
9 business plan, being able to sell additional shares in the
10 corporation if that was necessary to finance a new tower,
11 new towers.

12 But we hadn't -- we hadn't sold the -- we hadn't
13 sold any stock or had any commitments to sell at that point,
14 but by going a long form we came back to where we could
15 start at zero and we could transfer up to what, 49 percent
16 of whatever the company make a deal with like a financial
17 company or whatever to finance the tower, and go forward
18 with our plan.

19 Now, the reality is we haven't done that, but it
20 allowed us to do it. If you will, it gave us the room to do
21 it future-wise.

22 Q In other words, by this 315 and Commission
23 approval of this 315, you would then have a new universe of
24 approved --

25 A Yes.

1 Q -- stockholders?

2 A Mm-hmm.

3 Q From which you could then proceed with various and
4 sundry --

5 A Right. And it took care of the Aurandt problem in
6 that his shares being garnished. If they were transferred,
7 we would have had a transfer of control.

8 So what I am saying is it really accomplished
9 multiple purposes for the corporation. Prevented that from
10 happening, and it gave clear, clean title to everybody's
11 stock. Everybody -- we started all over at base zero.

12 JUDGE SIPPEL: So the Aurandt problem, that's Dr.
13 Aurandt, Dr. Aurandt?

14 THE WITNESS: Doctor --

15 JUDGE SIPPEL: A-U-R-A-N-D-T, is that right?

16 THE WITNESS: A-U-R-A-N-D-T, that is correct.

17 JUDGE SIPPEL: I'm doing that for the reporter.

18 THE WITNESS: Okay.

19 BY MR. BECHTEL:

20 Q But you had issued the stocks, hadn't you?

21 A I think we had issued all but Aurandt's shares,
22 and there was a problem with Aurandt's shares in that they
23 were garnished, but I didn't want to transfer them from
24 Aurandt to someone else, and have an illegal transfer
25 control. And I took the position as president of the

1 corporation that I wasn't going to do that without FCC
2 approval.

3 Ultimately they never got transferred. There was
4 a settlement between Aurandt, Reading, his creditors,
5 Massey. But all those people were also shareholders now of
6 RBI because they had invested in STV Reading, Inc. and by
7 virtue of the bankruptcy plan had received shares in the
8 corporation.

9 So if you will, and Dr. Aurandt was disputing with
10 me, the reason he wanted to get rid of me is that I would
11 not issue founder shares to him. The plan that I had
12 presented to all the shareholders, and the shareholders had
13 approved and Dr. Aurandt had signed off on says whenever you
14 put money into the corporation, we gave you interest on that
15 money from the date you put it in to the date of the
16 bankruptcy. We divided that by 10 dollars and something per
17 share, and that's how we issued the shares.

18 And Aurandt came back to me and said, "Well, I
19 loans \$100,000 to the corporation. I was the founder. I am
20 entitled to more shares." But he never could prove or
21 establish, one, that he had loaned \$100,000 to the
22 corporation, or what it was used for. And we had
23 accountants that had audited the books and felt all the
24 money was accounted for; and secondly, there was no basis to
25 award him founder shares. So I turned that down, and that's

1 when he tried to undo the bankruptcy plan.

2 Q Fascinating, but my question is: You had already
3 issued the stock, hadn't you?

4 A Not all of it, no. I think one of the minutes
5 that you introduced I tell the board of directors that
6 Aurandt -- or a shareholders meeting, one of them -- that
7 Aurandt's shares are still in dispute.

8 Q One more time. You had already issued the stock,
9 had you not, to Robert Denby, Sergio Prosperi, Jack Linton,
10 Nancy Linton, Irvin Cohen, Roger Longenecker, Ralph
11 Tietbohl, Patricia Verbinski, Robert Clymer, Larry
12 Rotenberg, David Mann, Joanne Davis, Albert Boscov, John
13 Bower, Edward Fisher, Bernard Gerber, Catherine Morrow --

14 Q You're talking about all the other shareholders?

15 Q -- Donald Stoudt -- I'm not done with my question.

16 Donald Stoudt, David Hyman, George Pauloff, Ben
17 Bowers, Harvey Massey, Al Bosey, Fred Hollingsworth, Carol
18 Kasko, Ethlyn Muir, Hugh Morris, Paul Pavloff, Harry
19 Brueckman, John H. Gallen, Helen Kirkpatrick, Barbara
20 MacCallen, Martin Muir, Mark Morris, Richard Palmer, Stell
21 Pavloff-Bull, Andolph Rodriguez, martin Wohlbruck, Dolores
22 Gallen, Michael Parker, your company, STV Reading -- here it
23 is, Partel, Inc.

24 You had issued stocks to all of those parties
25 before you ever filed this application, isn't that true?

1 A Aurandt and Helen Pig-Aurandt. Yes, that is true.

2 Q Now, if someone -- if someone did not want the FCC
3 to know that there had been a contest over the board of
4 directors of the company, a good way to cloak that, mask
5 that from the FCC, would be to air -- list a former group of
6 directors as the directors of the corporation, and through
7 inadvertent failure to list the new board of directors?

8 MR. HUTTON: Objection.

9 JUDGE SIPPEL: Sustained.

10 BY MR. BECHTEL:

11 Q Turning to the page of the listing of directors,
12 it's true, is it not, that this form lists Dr. Aurandt,
13 Robert Denby -- I'm reading the wrong column -- Henry
14 Aurandt, Jack Linton, Robert Clymer, Edward Fischer and
15 yourself as the directors.

16 A That is correct.

17 Q And it's true, is it not -- I would direct
18 everyone's attention. It's true -- I'm now going to direct
19 your attention to the ownership report. In Exhibit 11 --

20 JUDGE SIPPEL: Reading Exhibit 11?

21 MR. BECHTEL: Yes, sir. We're looking at March
22 28, 1991, which is about the third one in the -- in the
23 exhibit.

24 THE WITNESS: Which exhibit is it? I'm sorry.

25 JUDGE SIPPEL: Well, they have got to bring it up.

1 MR. BECHTEL: I think I've got those numbered 14
2 and 15, is that --

3 JUDGE SIPPEL: No, no, no. No, no.

4 Why don't you help him locate that?

5 (Pause.)

6 THE WITNESS: Okay. Where do you want me to go
7 now?

8 BY MR. BECHTEL:

9 Q Okay, the third one is -- and I want you to --
10 I'll direct your attention to the directors that are
11 reported here, and ask you if they aren't the same directors
12 that are reported in the ownership report --

13 A Hang on a second here.

14 JUDGE SIPPEL: You can't talk yet because --

15 THE WITNESS: I'm sorry. Do I have the wrong one?

16 JUDGE SIPPEL: It's little bitty one.

17 THE WITNESS: What's the date on it?

18 JUDGE SIPPEL: I was just going by the exhibit
19 sheet.

20 Wait a minute, you can't talk to counsel.

21 THE WITNESS: Oh, I can't.

22 JUDGE SIPPEL: No.

23 THE WITNESS: I'm sorry. I apologize.

24 JUDGE SIPPEL: He's just going to direct you to
25 the page.

1 THE WITNESS: I got it. Okay, I'll figure it out.

2 JUDGE SIPPEL: If you have a question, you can ask
3 Mr. Bechtel to direct you.

4 THE WITNESS: What's the question? Maybe I'm --

5 BY MR. BECHTEL:

6 Q The question is are not the five directors listed
7 in this report yourself, Henry Aurandt, Jack Linton, Robert
8 Clymer, and Edward Fischer?

9 A Yes, that is correct.

10 MR. BECHTEL: I would move into evidence Adams 28,
11 29 and 30.

12 JUDGE SIPPEL: Okay. Is there an objection? Same
13 objection?

14 MR. HUTTON: Yes, Your Honor.

15 JUDGE SIPPEL: Any objection from the Bureau's
16 side?

17 MR. SHOOK: No, Your Honor.

18 JUDGE SIPPEL: Exhibits 28, 29 and 30 for
19 identification are now received in evidence. The objection
20 is overruled.

21 (The documents referred to,
22 previously identified as Adams
23 Exhibit Nos. 28, 29 and 30,
24 were received in evidence.)

25 MR. BECHTEL: For identification as Adams 31 a

1 two-page document. The first one is an FCC form approving
2 the transfer application, and the second one is a letter of
3 notice of the approval dated February 11, 1992, from the
4 FCC.

5 JUDGE SIPPEL: The document as described by Mr.
6 Bechtel is marked for identification as Adams Exhibit 31.

7 (The document referred to was
8 marked for identification as
9 Adams Exhibit No. 31.)

10 MR. BECHTEL: I have no questions of the witness
11 on this. I offer it in evidence for the purpose to
12 demonstrate that the Commission indeed acted upon the --

13 JUDGE SIPPEL: Any objection? The same?

14 MR. HUTTON: Yes.

15 JUDGE SIPPEL: Overruled. Exhibit 31 is received
16 for that purpose.

17 (The document referred to,
18 previously identified as Adams
19 Exhibit No. 31, was received
20 in evidence.)

21 MR. BECHTEL: Adams 32 for identification please,
22 a one-page letter from the ubiquitous Ms. Friedman dated
23 April 10, 1992, regarding consummation of the transfer. I
24 have no questions.

25 JUDGE SIPPEL: Marked for identification that one-

1 page letter dated April 10, 1992 from Paula Friedman
2 identified as Adams Exhibit No. 32.

3 (The document referred to was
4 marked for identification as
5 Adams Exhibit No. 32.)

6 MR. BECHTEL: I offer it in evidence.

7 JUDGE SIPPEL: Okay. Mr. Hutton's objection is
8 noted, and it's overruled and it will be received in
9 evidence as Adams 32.

10 (The document referred to,
11 previously identified as Adams
12 Exhibit No. 32, was received
13 in evidence.)

14 MR. BECHTEL: To save time and paper, I will just
15 simply call attention to the ownership report reflecting
16 consummation of this matter bearing a date of April 9, 1992,
17 which has already been received in evidence in Reading
18 Broadcasting Company's Exhibit 11.

19 And I have no further questions of the witness on
20 that issue.

21 JUDGE SIPPEL: All right. What is the date of
22 that ownership report?

23 A It bears a fee received date of April 16, 1992.
24 The "as of" date is April 9, 1992. And I'm having de je vue
25 that we've been through this already this morning.

1 JUDGE SIPPEL: All right. And what does it
2 reflect?

3 MR. BECHTEL: It reflects consummation of the
4 transfer of control.

5 JUDGE SIPPEL: All right. The document will speak
6 for itself, and this line of questioning is now concluded
7 unless we have questions, of course, by Mr. Shook.

8 MR. BECHTEL: I have other lines of questioning
9 but this gets us off of where we have been for quite awhile.

10 JUDGE SIPPEL: All right. Do you want to ask
11 questions in this area, Mr. Shook, or do you want to wait
12 until he is completely finished?

13 MR. SHOOK: I would rather do my questioning all
14 at once.

15 JUDGE SIPPEL: All right. You may proceed then
16 with the next subject.

17 MR. BECHTEL: If I may confer with co-counsel for
18 a moment.

19 JUDGE SIPPEL: Surely. Surely. Off the record
20 for a minute.

21 (Pause off the record.)

22 JUDGE SIPPEL: Okay, we are on the record.

23 BY MR. BECHTEL:

24 Q I am now directing your attention to your written
25 direct testimony in Exhibit 5.

1 A Exhibit 5.

2 JUDGE SIPPEL: That would be the first volume.

3 MR. BECHTEL: This is the testimony that you
4 presented here.

5 THE WITNESS: I understand.

6 MR. SHOOK: Your Honor, this is going to happen
7 periodically. If I may interject that a reference to the
8 number is not sufficient. You have to clarify that it's
9 either Adams 5 or Reading 5. Most of know implicitly what
10 you are referring, but the record doesn't reflect that right
11 now.

12 JUDGE SIPPEL: All right, I have tried to make
13 that -- keep that focus but that's a good point. We are now
14 in Reading Exhibit No. 5 which is your own testimony.

15 THE WITNESS: Yes, I understand. I found it.

16 BY MR. BECHTEL:

17 Q And I'm addressing the financial figures in the
18 first paragraph?

19 A Yes.

20 Q A few years ago when I went to class, kept trying
21 to get a master's in accounting, my professor said, "Never
22 just read the final figures. Look at the statements."

23 MR. BECHTEL: What's my number? Harry, what's my
24 number?

25 JUDGE SIPPEL: The last one that came in was Adams

1 32.

2 MR. BECHTEL: I'm distributing, and I ask that it
3 be marked for identification as Adams 33, a two-page
4 document entitled Reading Broadcasting, Inc. Statement of
5 Income, and it appears to be for the five months ending or
6 it appears to be relative to the year 1989, and I believe it
7 ties to the figures in the testimony.

8 JUDGE SIPPEL: 1990 what?

9 MR. BECHTEL: 1989.

10 JUDGE SIPPEL: Thank you. That document is marked
11 for identification as Adams 33.

12 (The document referred to was
13 marked for identification as
14 Adams Exhibit No. 33.)

15 MR. BECHTEL: I have no questions concerning this
16 exhibit. I move it into evidence.

17 JUDGE SIPPEL: What does it relate to?

18 MR. BECHTEL: It relates to the figures for 1989
19 of revenues and expenses. And I think if you -- a net loss,
20 and I'm looking on the second page for the entire 12 months,
21 the net loss figure matches, the expenses match, and on the
22 first page the revenues match, the last column over.

23 JUDGE SIPPEL: So what's the -- the number match,
24 what's the purpose for the document?

25 MR. BECHTEL: The purpose of the document and I